



## Bylaws

### **ARTICLE I Name**

The name of the association shall be the Kentucky Association of Technical Personnel in Ophthalmology, Inc., hereinafter referred to as KATPO or as the Association.

### **ARTICLE II Purpose**

The purpose of the Association is to enhance the quality and availability of ophthalmologic care in the state of Kentucky and surrounding area by providing and encouraging continuing education of personnel in ophthalmology.

### **ARTICLE III Members**

- Section 1. Regular Members. Regular membership in the Association shall be limited to those individuals accepted for membership by KATPO who are certified by the Joint Commission on Allied Health Personnel in Ophthalmology (JCAHPO) and who are members in good standing of the Association of Technical Personnel in Ophthalmology (ATPO). Such individuals shall have the right to vote, chair committees and to hold office in the Association.
- Section 2. Associate Members. Associate Membership in the Association shall be available to those individuals who do not otherwise qualify under the rules for Regular Membership but who are allied health personnel in ophthalmology as attested to by a sponsoring ophthalmologist by whom the Associate Member must be employed. Associate Members shall have the right to vote but not to hold office or chair committees. (Amended 2/27/99)
- Section 3. Student Members. Individuals who are currently enrolled in regular academic programs (not home study) for allied health personnel in ophthalmology are eligible for Student Membership. Student Members shall have the right to vote but not to hold office or chair committees.

- Section 4. Fellow Members. Fellow Membership may be granted to a Regular Member by the Board of Directors (Board). Eligibility for Fellow Membership shall include: a minimum of ten years as a Regular Member of the Association; a personal record of outstanding contributions to the Association; such other qualifications as may be determined by the Board. Fellow Members may vote, hold office and chair committees.
- Section 5. Inactive Members. Inactive Membership in the Association is available to those persons who are presently, or who in the past have been, certified by the JCAHPO, but who are not currently working in the field of Ophthalmology. Eligibility for this membership category shall also require membership in good standing of ATPO. Inactive Members shall have the right to vote and to chair committees, but may not hold office.
- Section 6. Sustaining Members. Sustaining Membership may be granted to those organizations, corporate sponsors or individuals which/who have supported Association projects during the current fiscal or which/who have donated funds to the Association general fund during the current fiscal year. There shall be no voting right, right to chair committees or right to hold office. Benefits for Sustaining Members shall be determined by the Board. Membership is renewable annually at the discretion of the Board and consistent with the requirements established by the Board, which may be changed from time to time.
- Section 7. Membership Category. The membership category, except for Fellow Members, to which an applicant is assigned shall be determined by the Membership Committee appointed by the President and approved by the Board. In cases in which the determination of membership category is questionable, the Board shall make the determination.
- Section 8. Dues. Dues shall be payable on or before the first day of January each year. The Secretary/Treasurer shall notify members one month in arrears, and those whose dues are not paid within one month thereafter shall be automatically dropped from membership in the Association. Fellow Members are exempt from the payment of dues, but dues for every other membership category shall be established by the Board. Dues shall not be prorated.
- Section 9. Resignation. Any member may resign by filing a written resignation with the Secretary/Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid
- Section 10. Voting Rights. The right to vote on matters pertaining to the Association is limited to current members in good standing. For this purpose, good standing shall be defined as dues paid membership for a period of not less

than thirty (30) days. Current members include continuous members and new members having fulfilled the good standing time requirement.

- Section 11. Reapplication for Membership. Reapplication for membership, from an individual previously dropped from membership under Association rules, may be made at the beginning of the fiscal year and for a period of ninety (90) days thereafter. The Board may permit reapplication for membership at other times during the fiscal year in special cases and at its discretion. The Board shall make the membership status determination in all cases of reapplication.

## **ARTICLE IV**

### **Board of Directors**

- Section 1. Members-at-Large. There shall be three (3) Members-at-Large. One or more Member-at-Large shall be elected each year by the membership at the Annual Meeting for a two-year term. The newly elected Member-at-Large shall assume his/her duties thirty (30) days after the Annual Meeting at which they are elected.
- Section 2. Composition. The Board shall be comprised of the President, the Vice President, the President Elect, the Secretary, the Treasurer, the Immediate Past President, three (3) Members-at-Large, and the Executive Director, should the Board appoint one. The type and number of individuals comprising the Board of Directors may be changed from time to time at the discretion of the Board.
- Section 3. Officers of the Board. The officers of the Association shall serve in the same capacities on the Board of Directors.
- Section 4. Voting Rights. All Board Members, except the Executive Director, shall have a single vote.
- Section 5. Duties. The Board of Directors shall manage the affairs of the Association.
- Section 6. Meetings. The Board shall meet at least once annually, typically in conjunction with the Annual Meeting of the Membership, and at any other time at the call of the President or any four (4) Board Members (Special Meeting). Notice of any Special Meeting shall be given at least fifteen (15) days in advance, in writing. Any Board Member may waive notice of any meeting.
- Section 7. Quorum. So long as at least four (4) Board Members are present for any meeting of the Board of Directors, those Board Members present shall constitute a quorum.
- Section 8. Executive Director. The Board shall, at its discretion, appoint an Executive Director, who shall serve as an ex officio member on all committees,

and on the board, without vote. Additional duties shall be as specified in Robert Rules of Order, Newly Revised.

- Section 9. Vacancies. A vacancy in any Board position because of death, resignation, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term.
- Section 10. Removal from the Board. Removal from the Board shall require a two-thirds vote of the Board, provided such action has been included as an agenda item in the call for the meeting during which this action shall be addressed.

## **ARTICLE V**

### Officers

- Section 1. The officers of the Association shall be a President, a President Elect, a Vice President, a Secretary, a Treasurer, the Immediate Past President and the Executive Director, should the Board appoint one. Such officers shall have the authority and perform the duties described herein. With the exception of the Executive Director, who may be appointed for unlimited two-year terms, all other officers shall serve one or two-year terms, as described in Article VI, or until such time as a successor shall have been elected.
- Section 2. Eligibility. Eligibility for office is limited to Regular and Fellow Members who live or work in the Commonwealth of Kentucky. The election of Officers shall take place at the Annual Meeting. Newly elected Officers shall take office thirty (30) days after the Annual Meeting at which they were elected.
- Section 3. Change in Eligibility. "In the event an officer moves out of the Commonwealth of Kentucky and that officer feels willing and able to continue with the duties assigned to them as officer and requests to remain as an active officer, the Board at its discretion will decide the feasibility of that officer's ability to complete the unexpired portion of their term and/or to remain in office until the next regular member meeting, at which time a replacement will be elected."
- Section 4. Removal from office. Removal from office shall require a two-thirds vote of the Board, provided such action has been included as an agenda item in the call for the meeting during which this action shall be addressed.
- Section 5. Vacancies. A vacancy in any office because of death, resignation, or otherwise, may be filled by the Board for the unexpired portion of the term.

## **ARTICLE VI**

### Duties of Officers and Members-at-Large

- Section 1. President. The President shall be the principal executive officer and spokesman for the Association, and shall, in general, supervise and direct all the business and affairs of the Association. The President shall preside at all meetings of the members and the Board. The President shall sign, with the Secretary or Treasurer or any proper officer of the Association authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by statute, to some other officer or agent of the Association. The President shall be ex-officio member on all committees except the Nominating Committee, on which the President may not be ex-officio or otherwise a member. The President shall appoint, subject to Board approval, representatives to other organizations, if necessary. In the event of multiple appointments to the same organization, in no case shall all individuals be replaced during the same year. The President shall, in general, perform all the duties incident to the office of President and such other duties as may be assigned, from time to time, by the Board. The President shall serve a term of one year, followed by a term as Immediate Past President for one year.
- Section 2. President Elect. The President Elect is to be elected preferably from those KATPO board members who have served at least one year on the board or alternatively as an active KATPO committee member. The President Elect shall, in the absence of the President, perform the duties of the President, and, when so acting, shall have all the powers of the President, and be subject to all the restrictions on the President. The President Elect shall perform such other duties as may be assigned, from time to time, by the President or Board. The President Elect will serve a term of one year just prior to taking office as President. At the expiration of the term of the President, the President Elect shall assume the office of President for a term of one year.
- Section 3. Vice President. The Vice President shall, in the absence of the President and President Elect, perform the duties of the President, and, when so acting, shall have all the powers of the President, and be subject to all the restrictions on the President. The Vice President shall perform such other duties as may be assigned, from time to time, by the President or Board. The Vice President shall serve a term of two years.
- Section 4. Secretary. The Secretary shall serve as a full voting member on the Board of Directors. The Secretary shall keep the minutes of all membership and Board meetings; see that notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate seal and the records of the Association; keep a register of the post office address of each member, which shall be furnished by each member; and perform such other duties as, from time to time, may be assigned by the President or Board. The Secretary shall serve a term of two years.

- Section 5. Treasurer. The Treasurer shall serve as a full voting member on the Board of Directors. The Treasurer, as required by the Board, shall give bond for the faithful discharge of duties, in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association; receive and give receipts for monies due, and payable to, the Association, from any source whatsoever; deposit all monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Treasurer and approved by the Board. The Treasurer shall be responsible for sending out dues notices to members whose dues are one month in arrears as specified elsewhere in these Bylaws; and perform such other duties as, from time to time, may be assigned by the President or Board. All accounts signed by the Treasurer on behalf of the Association must be countersigned by a bonded Officer or other representative as assigned by the Board. The Treasurer shall serve a term of two years.
- Section 6. Immediate Past President. The Immediate Past President shall serve as Chairman of the Nominating Committee, and, in general, perform such other duties as, from time to time, may be assigned by the President or Board or such other duties specified elsewhere in these Bylaws. The Immediate Past President shall serve a term of one year.
- Section 7. Members-at-Large. Members-at-Large shall serve as full voting members on the Board of Directors and such other duties as may be assigned, from time to time, by the Board or President of the Board. The Members-at-Large shall serve a term of two years.
- Section 8. Executive Director. Executive Director shall serve as a non-voting member on the Board of Directors. The Executive Director will consult with the President on all issues, and such other duties as assigned by the Board or President of the Board. ([top](#))

## ARTICLE VII

### Membership Meetings

- Section 1. Annual Meeting. The date, time and place for the Annual Meeting of the members shall be designated by the Board of Directors. When convenient, the Annual Meeting will be held consistent with the same dates and at the same location as the annual meeting of the Kentucky Academy of Eye Physicians and Surgeons. The purpose for the Annual Meeting shall be to conduct the business of the Association including the election of officers and Members-at-Large.
- Section 2. The members present at the Annual Meeting shall constitute a quorum.

## ARTICLE VIII

### Committees

- Section 1. Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President. An Executive Director of the Association may serve as an ex officio non-voting member. The Executive Committee shall conduct the business of the Association between meetings of the Board.
- Section 2. Nominating Committee. The Nominating Committee shall consist of five (5) members. The Immediate Past President shall serve as Chairman, and four (4) members shall be elected by plurality vote of the membership at the Annual Meeting. This committee shall meet immediately following the Annual Meeting, and, if necessary, on subsequent occasions at the call of the Chairman.
- Section 3. Election Committee. An Election Committee and its Chairman (Chairman of the Tellers) shall be appointed by the President, subject to Board approval. It shall conduct and supervise elections.
- Section 4. Continuing Education Committee. A Continuing Education Committee and its Chairman shall be appointed by the President, subject to Board approval. This committee shall organize and conduct an annual continuing education program to be held in conjunction with the Annual Meeting and such other continuing education programs as may be held, from time to time, throughout the year at the discretion of the Board.
- Section 5. Membership Committee. A Membership Committee and its Chairman shall be appointed by the President, subject to Board approval. The primary function of the committee shall be to attract new members into the Association. It shall also be responsible for determining membership categories as discussed elsewhere in these Bylaws.
- Section 6. Standing Committees. All members, consultants and advisors of Standing Committees shall be appointed by the President subject to Board approval. Only Regular and Fellow Members may serve as Chairmen of Standing Committees. Standing Committees shall include the following: Bylaws Committee, Continuing Education Committee, Election Committee, Finance Committee, Long Range Planning Committee, Membership Committee and Nominating Committee. Duties for all Standing Committees, unless specified in these Bylaws, shall be determined by the Board.
- Section 7. Special Committees. Special Committees (ad hoc committees) may be appointed by the President subject to Board approval. Special Committees shall function within the charge to the committee. Any member in good standing may serve on Special Committees, but chairmanships may only be held by Regular and Fellow Members. Special Committees may be re-appointed at the Annual Meeting. Each Special Committee shall be discharged upon completion of its work and receipt of its final report or upon completion of the term of office for the



appointing President, whichever occurs first. Special Committees may include, but are not limited to, Disciplinary Review and Hearing Committees.

## **ARTICLE IX**

### Parliamentary Authority

- Section 1. On questions of parliamentary procedure not covered in these Bylaws, Robert's Rules of Order, Newly Revised shall prevail. Section 2. Parliamentarian. At the discretion of the President, a Parliamentarian may be appointed to rule at any meeting.  
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Article X Amendments Section 1. All amendments to these Bylaws shall be approved by a two-thirds vote of the Board prior to submitting such amendments to the membership for vote.
- Section 2. Amendments to these Bylaws shall be voted upon by the membership in either of the following ways: 1) By mail vote, provided that a thirty (30) day notice has been given. Two-thirds of the votes returned by the membership shall be required to amend these Bylaws. 2) At any regular or special meeting of the membership provided that a thirty (30) day notice has been given that such action will be taken. Two-thirds of those present and voting shall be required to amend these Bylaws.

## **ARTICLE X**

### Amendments

- Section 1. All amendments to these Bylaws shall be approved by a two-thirds vote of the Board prior to submitting such amendments to the membership for vote.
- Section 2. Amendments to these Bylaws shall be voted upon by the membership in either of the following ways: 1) By mail vote, provided that a thirty (30) day notice has been given. Two-thirds of the votes returned by the membership shall be required to amend these Bylaws. 2) At any regular or special meeting of the membership provided that a thirty (30) day notice has been given that such action will be taken. Two-thirds of those present and voting shall be required to amend these Bylaws.

## **ARTICLE XI**

### Miscellaneous

- Section 1. Business address. The business address of the Association shall be determined by the Board, and may be changed, from time to time, as required.
- Section 2. Fiscal Year. The Fiscal Year of the Association shall begin the first day of January and end the last day of December each year.